

m43453

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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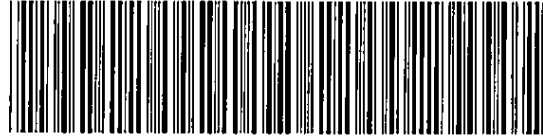
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2018 NOV 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FL 32301

RECEIVED STATE
2018 NOV 14 AM 11:28
TALLAHASSEE, FL 32301

EFFECTIVE DATE

12/31/2018

merger/CC

NOV 15 2018

ALBRITTON

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 11/14/2018

Acc#I20160000072

en: c SW

Name:	ASSOCIATED REAL ESTATE SOUTHWEST, INC.
Document #:	
Order #:	11255399

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Associated Real Estate Southwest, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joel Bobrow

Contact Person

Lely Development Corp.

Firm/Company

7995 Mahogany Run Lane

Address

Naples, FL 34113

City/State and Zip Code

joel@lelydev.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie Rutiz

Name of Contact Person

At (212)

596-9349

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

MB

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12/31/2018

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Associated Real Estate Southwest, Inc.	Florida	M43453

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Commercial Properties Southwest, Inc.	Florida	M43449

FILED
2018 NOV 14 PM 10:00
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12/31/2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/7/2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/7/2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

DTR

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

(1) Associated Real Estate

Southwest, Inc.

(2) Commercial Properties

Southwest, Inc.

Joel I. Bobrow, Vice President, Secretary, Treasurer

Joel I. Bobrow, Vice President, Secretary, Treasurer

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
International Real Development B.V.	Netherlands

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Associated Real Estate Southwest, Inc.	Florida
Commercial Properties Southwest, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share of authorized capital stock of Commercial Properties Southwest, Inc., a wholly-owned subsidiary of International Real Development B.V., will be retired and canceled. Each share of the capital stock of Associated Real Estate Southwest, Inc. issued and outstanding immediately prior to the Merger shall not be converted or otherwise affected by the Merger, and each such share shall continue to be issued and outstanding and to be one fully paid and non-assessable share of the capital stock of the Surviving Corporation.

(Attach additional sheets if necessary)

DB

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A